

A RESOLUTION

BY FINANCE/EXECUTIVE COMMITTEE

A RESOLUTION AUTHORIZING THE CITY ATTORNEY TO EXECUTE AN ENGAGEMENT AGREEMENT WITH THE LAW FIRMS OF HUNTON & WILLIAMS LLP AND HOWELL & ASSOCIATES, LLC, TO SERVE AS CO-BOND COUNSEL TO THE CITY OF ATLANTA IN CONNECTION WITH THE ISSUANCE OF BONDS FOR THE BELTLINE TAX ALLOCATION DISTRICT FOR A PERIOD OF TWO YEARS, WITH AN OPTION TO RENEW FOR ANOTHER TWO YEARS; TO AUTHORIZE THE CHIEF FINANCIAL OFFICER TO PAY FEES IN AN AMOUNT NOT TO EXCEED ONE HUNDRED SEVENTY THOUSAND AND 00/100 CENTS \$170,000.00 PLUS EXPENSES FOR LEGAL SERVICE RENDERED PURSUANT TO SAID ENGAGEMENT AGREEMENT; AND FOR OTHER PURPOSES.

WHEREAS, the City, pursuant to Section 2-991 of the Code of Ordinances adopted resolution 06-R-1458 which authorized the City Attorney to enter into an engagement agreement with Hunton & Williams LLP and Howell & Associates, LLC as co-bond counsel in connection with the issuance of Tax Allocation Bonds for the Beltline Tax Allocation District; and

WHEREAS, the City issued Sixty Four Million Five Hundred Thousand dollars (\$64,500,000) in Beltline Bonds on or about October 1, 2008 Hunton & Williams LLP and Howell & Associates, LLC as co-bond counsel in connection with the issuance; and

WHEREAS, the Atlanta Development Authority ("ADA") as the redevelopment agent for the City and Atlanta Beltline Inc ("ABI") as the implementation agent for the Beltline Tax Allocation District has informed the City of the necessity to issue additional Tax Allocation Bonds for the purpose of refunding the previous bonds and to pay for the continuing implantation of the Beltline Line Redevelopment Plan; and

WHEREAS, due to the intricacy and complexity of the transaction and in order to contain costs incurred by the City, the City Attorney, ADA and ABI recommends the firms of Hunton and Williams, LLP and Howell & Associates, LLC to serve as co-bond counsel in connection with the issuance of bonds for the Beltline Tax Allocation District;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF ATLANTA, GEORGIA as follows:

Section 1. That the City Attorney is hereby authorized to execute an engagement agreement with the law firms of Hunton & Williams LLP and Howell & Associates, LLC to serve as co-bond counsel for the 2009 series of Beltline Tax Allocation Bonds.

Section 2. That the Chief Financial Officer is hereby authorized to remit and otherwise approve payment of all legal fees, expenses and costs due for legal counsel services rendered by the law firms of Hunton & Williams LLP and Howell & Associates, LLC in connection with the issuance of 2009 series Beltline Tax Allocation District bonds, such amounts to be paid from the proceeds of the issuance; provided that the legal fees authorized herein based on the current plan of finance are currently estimated not to be in excess of \$170,000.00, plus actual expenses; and provided further, that in the event that the financing deviates from the current plan of finance or

Co-Bond Counsel is requested to perform additional services not related to customary bond counsel services, the City Attorney (in consultation with the Chief Financial Officer) shall be authorized to adjust the fee accordingly.

BE IT FINALLY RESOLVED that all resolutions or parts of resolution in conflict herewith are hereby rescinded to the extent of the conflict..